

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11 Case
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (MG)
Debtors.	:	(Jointly Administered)
MOTORS LIQUIDATION COMPANY AVOIDANCE ACTION TRUST, by and through the Wilmington Trust Company, solely in its capacity as Trust Administrator and Trustee,	:	Adversary Proceeding
Plaintiff,	:	Case No. 09-00504 (MG)
vs.	:	
JPMORGAN CHASE BANK, N.A., individually and as Administrative Agent for Various Lenders Party to the Term Loan Agreement described herein, <i>et al.</i> ,	:	
Defendants.	:	

STIPULATION AND ORDER OF DISMISSAL

WHEREAS, the undersigned parties to the above-captioned action (the “Action”) have negotiated and agreed to a settlement of their claims and cross-claims in the Action:

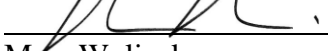
NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, that:

1. All claims and cross-claims by the undersigned parties are dismissed with prejudice and without costs except as provided and in accordance with the settlement agreement settling all claims in the Action (the “Settlement Agreement”).

2. The Settlement Agreement shall not be admissible in any proceeding, except to enforce the terms of the Settlement Agreement.

Dated: June 5, 2019

WACHTELL, LIPTON, ROSEN & KATZ

By: 
Marc Wolinsky
Harold S. Novikoff
Amy R. Wolf
51 West 52nd Street
New York, New York 10019
Telephone: (212) 403-1000
Facsimile: (212) 403-2000
Email: MWolinsky@wlrk.com

KELLEY DRYE & WARREN LLP

John M. Callagy
Nicholas J. Panarella
Martin A. Krolewski
101 Park Avenue
New York, New York 10178
Telephone: (212) 808-7800
Facsimile: (212) 808-7897
Email: JCallagy@kelleydrye.com

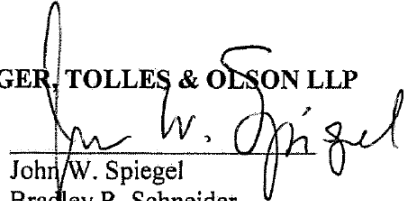
JONES DAY

C. Lee Wilson
250 Vesey Street
New York, New York 10281
Telephone: (212) 326-3885
Facsimile: (212) 755-7306
Email: CLWilson@jonesday.com

*Attorneys for Defendant and Cross-Claim
Defendant JPMorgan Chase Bank, N.A.*

MUNGER, TOLLES & OLSON LLP

By:


John W. Spiegel
Bradley R. Schneider
Matthew A. Macdonald
350 South Grand Avenue, 50th Floor
Los Angeles, CA 90071
Telephone: (213) 683-9100
Email: john.spiegel@mto.com

JONES DAY

Bruce Bennett
Erin Burke
555 South Flower Street, 50th Floor
Los Angeles, CA 90071
Telephone: (213) 489-3939
Email: bbennett@jonesday.com

Gregory Shumaker
Christopher DiPompeo
51 Louisiana Avenue, N.W.
Washington, D.C. 20001
Telephone: (202) 879-3939
Email: gshumaker@jonesday.com

*Attorneys for the Term Loan Lenders as listed in
Appendix A to the Consent Motion to Withdraw [Dkt. 753]*

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP

By: Andrew K. Glenn
Michelle Genet Bernstein
Frank DiCarlo
1633 Broadway
New York, NY 10019
Tel: (212) 506-1700
Email: aglenn@kasowitz.com

*Attorneys for the Ad Hoc Group of Cross-Claiming
Term Lenders listed in Appendix A to Dkt. 334 and
the Ad Hoc Supplemental Group of Answering Term
Lenders listed in Appendix A to Dkt. 690*

MUNGER, TOLLES & OLSON LLP

By: John W. Spiegel
Bradley R. Schneider
Matthew A. Macdonald
350 South Grand Avenue, 50th Floor
Los Angeles, CA 90071
Telephone: (213) 683-9100
Email: john.spiegel@mto.com

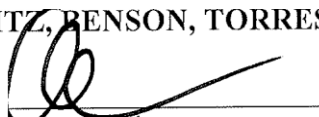
JONES DAY

Bruce Bennett
Erin Burke
555 South Flower Street, 50th Floor
Los Angeles, CA 90071
Telephone: (213) 489-3939
Email: bbennett@jonesday.com

Gregory Shumaker
Christopher DiPompeo
51 Louisiana Avenue, N.W.
Washington, D.C. 20001
Telephone: (202) 879-3939
Email: gshumaker@jonesday.com

*Attorneys for the Term Loan Lenders as listed in
Appendix A to the Consent Motion to Withdraw [Dkt. 753]*

KASOWITZ, BENSON, TORRES & FRIEDMAN LLP

By: 
Andrew K. Glenn
Michelle Genet Bernstein
Frank DiCarlo
1633 Broadway
New York, NY 10019
Tel: (212) 506-1700
Email: aglenn@kasowitz.com

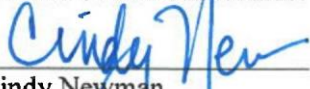
*Attorneys for the Ad Hoc Group of Cross-Claiming
Term Lenders listed in Appendix A to Dkt. 334 and
the Ad Hoc Supplemental Group of Answering Term
Lenders listed in Appendix A to Dkt. 690*

ENTWISTLE & CAPPUCCI LLP

By: 
Joshua K. Porter
299 Park Avenue, 20th Floor
New York, NY 10171
Tel: (212) 894-7282
Email: jporter@entwistle-law.com

*Attorneys for Teachers' Retirement System
of the State of Illinois and TCW Illinois
State Board of Investments*

BARONE MOONEY NEWMAN & FOREMAN

By: 
Cindy Newman
343 Thornall Street, Suite 650
Edison, New Jersey 08837
Tel: (732) 494-0050
Email: Cindy.Newman@csaa.com

Attorneys for Wells Cap Mgmt- 13923601

IT IS SO ORDERED.

Dated: July 2, 2019
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge